

**IN THE UNITED STATE BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:)	Chapter 11
)	
W.R. GRACE & CO., et. al.,)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	
)	Re: Docket Nos. 24031, 24032, 24130 & 24132
)	Hearing Date: January 25, 2010 @ 10:30 a.m.

**THE CCAA REPRESENTATIVE COUNSEL’S MOTION FOR LEAVE
TO FILE REPLY TO THE OBJECTION OF HER MAJESTY THE QUEEN IN
RIGHT OF CANADA [DOCKET NO. 24132] AND RESPONSE OF THE
ASBESTOS PI FUTURE CLAIMANTS’ REPRESENTATIVE [DOCKET NO. 24130]**

Lauzon Bélanger S.E.N.C.R.L. and Scarfone Hawkins LLP, CCAA Representative Counsel, (“Representative Counsel”), by and through their undersigned counsel, respectfully files this Motion for Leave to File a Reply to the Objection of Her Majesty the Queen in Right of Canada [Docket No. 24132] and Response of the Asbestos PI Future Claimants’ Representative [Docket No. 24130] To (I) The Canadian ZAI Claimants’ Application Pursuant to Sections 105, 327, 1102(a)(2), and 1109, or Alternatively, Section 503 of the Bankruptcy Code for the Appointment of Special Counsel Nunc Pro Tunc to September 1, 2008; and (II) The Application Pursuant to Sections 105, 327, 1102(a)(2), and 1109 of the Bankruptcy Code Authorizing Retention Nunc Pro Tunc of Daniel K. Hogan, Esq., As Counsel to the Representative Counsel for the Canadian ZAI Claimants (jointly referred to as the “Objections”).

1. The proposed Reply is attached as “**Exhibit 1.**” The proposed Reply complies with the Court’s requirements.

2. On or about November 16, 2009, the Debtors and Representative Counsel acknowledged and agreed to the Amended Minutes of Settlement. Pursuant to the terms of the Amended Minutes of Settlement, Debtors agreed to consent to and support Representative Counsel’s application seeking appointment as special counsel for Canadian ZAI Claimants in the

U.S. proceeding, retroactively to September 1, 2008, and going forward to the date of the U.S. Confirmation Order. (See paragraph 16 of the Amended Minutes of Settlement.)

3. On December 13, 2009, the Honorable Mr. Justice Morawetz released an endorsement approving the Amended Minutes of Settlement and stated that the reasoning for his approval would follow. On January 5, 2010, the Ontario Superior Court of Justice (the “CCAA Court”) entered the Order approving the Amended Minutes of Settlement.

4. On December 21, 2009, the Canadian ZAI Claimants filed their application seeking this Court’s approval for appointment of Representative Counsel as Special Counsel to the Canadian ZAI Claimants, [Docket No. 24031]; and Representative Counsel filed their application seeking this Court’s approval for the retention of Daniel K. Hogan, Esquire, as counsel to the Representative Counsel, [Docket No. 24032].

5. On January 8, 2010, the same day Her Majesty the Queen in Right of Canada (the “Crown”) filed its objections and the Asbestos PI Future Claimants’ Representative (the “FCR”) filed its Response, the Honorable Mr. Justice Morawetz issued his reasonings for the appraisal of the Amended Minutes of Settlement.

6. Based on the above pleadings, along with the Honorable Mr. Justice Morawetz’s endorsement, Representative Counsel submits that cause exists for the Court to authorize the filing of the attached Reply. For the benefit of the Court, the Reply will clarify the nature of Representative Counsel’s opposition to the objection of the Crown and the response of the FCR and the requested relief of each. In doing so, Representative Counsel further submits that the Reply will crystallize the issues in dispute from the Representative Counsel’s perspective.

WHEREFORE, Representative Counsel, on behalf of Canadian ZAI Claimants, respectfully requests that this Court enter an Order authorizing Representative Counsel to file the attached Reply.

Dated: January 15, 2010

/s/Daniel K. Hogan
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